

**MINUTES OF THE MEETING OF THE
UNIFORM COMMERCIAL CODE COMMITTEE
OF THE BUSINESS LAW SECTION
OF THE STATE BAR OF CALIFORNIA**

**December 12, 2006
(9:30 am. to 11:00 a.m.)
Offices of Pillsbury Winthrop Shaw Pittman LLP ("PWSP")**

The December 12, 2006 meeting of the Uniform Commercial Code Committee (the "Committee") was called to order at approximately 9:30 a.m., with Barry Dubin presiding.

A. ADMINISTRATIVE MATTERS

1. **Appointment of Secretary.** Barry Dubin announced that Edith Warkentine has volunteered to serve as Secretary.
2. **Roll Call/Attendance.** Please refer to the attendance sheet at the end of the minutes.
3. **Welcome Insolvency Law Committee Representative.** Barry Dubin welcomed Jay Bingham, who will be attending UCC Committee meetings in Southern California as a liaison from the Insolvency Law Committee.
4. **Consideration/Approval of Minutes of Prior Meetings.** The minutes of the October 6, 2006 and November 14, 2006 meetings were approved.
5. **Committee Resignations.** Barry Dubin announced that the following four committee members have submitted their resignations, due to demands of work and inability to participate actively in the work of the Committee: Stacy Hopkins (2008), Audrey Sung (2007), Ed Christian (2007), and David Isenberg (2008).
6. **Future Meeting Dates and Sites.**
 - a. **January Meeting** - The January Committee meeting will be held on Tuesday, January 9, 2007 at 10:30 a.m. at the Manhattan Beach Marriott Hotel. Members are urged to attend in-person.
 - b. **February Meeting** - The February Committee meeting will be held on Tuesday, February 20, 2007 at 9:30 a.m. via video conference in the offices of Pillsbury Winthrop Shaw Pittman LLP (SF, LA, PA and SD).
 - c. **Future Meetings** - Future meetings will be held via video conference at 9:30 a.m. in the offices of Pillsbury Winthrop Shaw Pittman LLP as follows, subject to confirmation of dates and availability of videoconference equipment:
 - i. Tuesday, March 13, 2007;

- Wd 7/11
- ii Tuesday, April 17, 2006;
 - iii. Tuesday, May 8, 2006;
 - iv. Tuesday, June 12, 2006; (in person meeting)
 - v. Tuesday, July 10, 2006 (if held)
 - vi. Tuesday, August 14, 2006;
 - vii. State Bar Annual Meeting location,
September, 2007 (Details TBA).

7. **Applications to Committee.** The Committee reviewed the application of Theotis F. Oliphant. Upon motion made, seconded and unanimously carried, the Committee voted to forward his name to the Executive Committee to be added to the membership of the Committee; Mr. Oliphant will be given the opportunity to elect between serving out the unexpired term of resigned members whose terms of office expired in 2007 or 2008.

8. **Subcommittee Membership.** Barry Dubin called everyone's attention to the revised Subcommittee Roster that was included in the meeting materials and asked that members advise him if they wished any modifications to be made.

B. MAIN AGENDA ITEMS

1. **Hidden Liens Project Subcommittee.** Demetria Vong-Spillan reported that about 50% of the work remaining to be done on this project had been completed by the November deadline, and she will be following up to assure the timely completion of the remaining material. Pat Castello noted that as a new member of the Subcommittee he would be willing to assume responsibility for the material previously assigned to Ed Christian, due to Ed's resignation. She explained that when the work was completed, she anticipates asking non-subcommittee members to help in a final review. In this connection, the Committee discussed the Insolvency Law Committee's ("ILC") offer of assistance. Barry Dubin expressed his appreciation for the offer, and it was agreed that since most of the work on this project has now been completed, that assistance might best take the form of the final review-type assistance discussed by Demetria. Jim Cochran also suggested that the ILC's interest be taken into consideration when the Committee undertakes further related activities regarding hidden liens.

2. **Commercial Money Center Case Subcommittee.** Vasco Morais reported that he is working on an article that addresses the business issues raised in the appendix to the Committee's November 5 letter to the Permanent Editorial Board ("PEB"), with an emphasis on why one would want to strip lease payments. When completed, the article will be circulated to the Committee members for comment. Vasco reported that the Subcommittee still plans to address how practitioners may wish to adapt their practices in light of the decision in the case, including any changes in transactional documents, due diligence, or opinion practice.

3. Debtor Names Subcommittee. Brad Crawford reported that this Subcommittee held its initial meeting to define the scope of its work. He has gone through old UCC Listserv archives to identify issues that have been discussed. Members have identified the following issues: (a) the meaning of "public record" for determining the name of registered entities; (b) when the debtor is a trust; (c) when individual debtors have names that do not conform to English naming conventions; (d) how jurisdictions are handling the change of standard with respect to errors in names from "not seriously misleading" to "can it be found." Brad encouraged members to e-mail him if there are other issues that should be considered by this Subcommittee.

4. Deposit Control Agreement Subcommittee. Brenda Ruttenberg reported that she is gathering information regarding the status of the Subcommittee's review of ABA work and would report back at the January meeting.

5. Website Development and E-Communications Subcommittee. Vasco Morais reported that this Subcommittee has made extensive modifications to the website. The work includes (a) updating all links (b) updating postings, such as the Annual Reports and legislative information and (c) reorganizing some pages and adding new pages.

a. Ask the Expert Proposal. The Committee discussed the "Ask the Expert" Proposal that was distributed with the meeting materials. It was agreed that the feature should be available and advertised to BLS members. It was suggested that the Subcommittee describe with more detail the types of questions it envisions addressing on the website. The Subcommittee will revise the proposal and circulate it for comment to all Committee members; thereafter, the proposal will be forwarded to the BLS Executive Committee for review and approval.

C. **SUBCOMMITTEE AND OTHER REPORTS**

1. Legislation and Case Law Tracking Subcommittee: Wansun Song reported that he has been trying to reach Larry Doyle, the BLS Legislative Representative.

2. Uniform Assignment of Rents Subcommittee: Wansun Song reported that the Subcommittee anticipates having work product ready for review by February 2007.

3. Publications and Programs Subcommittee: Barry Graynor reported that he anticipates publications or programs resulting from the work of the hidden liens project, the Debtors' Names Subcommittee and other ongoing Committee work. He will follow up with Susan Orloff to determine the deadline for identifying programs for presentation at the 2007 State Bar Annual Meeting.

4. Liaison Subcommittee: Jan Kosel reported that she has contacted all of the members of her Subcommittee.

5. E-Commerce Subcommittee: Troy Zander promised a report at the January Committee meeting.

6. BLS Model Opinion Project: Jim Cochran reported that he has spoken with Jerry Grossman and does not expect significant work to be done on this project until the first quarter of 2007.

D. LIAISON UPDATES

1. Executive Committee Liaison. No Executive Committee liaison attended the meeting.

2. Other Liaisons. No reports.

3. Insolvency Committee Liaison. Jay Bingham stated that other than the interest in the hidden lien project, previously expressed, and an examination of the UCC Committee's position on CCP 697.530 re Judgment Liens, his committee is not presently engaged in any matter that overlaps with the UCC Committee's work.

E. OTHER ITEMS NOT ON AGENDA

There were no other items discussed at the meeting.

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The meeting was adjourned at approximately 11:10 a.m.

Attendance at the December 12, 2006 Meeting:

James S. Cochran	Present
Barry A. Dubin	Present
Janice E. Kosel	Present
Wansun Song	Present
Harry C. Sigman	Present
Ariel Berrios	Present
Kevin C. Cops	Absent
Patrick Costello	Present
Bradley C. Crawford	Present
Jennifer Dinkelman	Present
Francis X. Ferrer	Absent
Barry A. Graynor	Present
Elliott Hinds	Absent
Vasco H. Morais	Present
John C. Oehmke	Present
Brenda H. Ruttenberg	Present
Robert Sherman	Absent
Robert A. Trodella, Jr.	Absent
Demetria Vong-Spillan	Present
Edith R. Warkentine	Present
Troy Zander	Present

Pauline M. Stevens (Ex Com Liaison)	Absent
John J. ("Jay") Bingham (Insolvency Law Committee liaison)	Present
Nina Hong (Corporations Committee liaison)	Present